IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 396 OF 2006

CONNECTED WITH

COMPANY APPLICATIONNO. 588 OF 2006

In the matter of Companies Act, I of 1956

And

In the matter of Petition to Sanction the Scheme of Amalgamation of M/s Shriram Recon Trucks LImited (Transferor Company)

With

M/s Shriram Overseas Finance Limited (Transferee Company)

Shriram Recon Trucks Limited ..... Petitioners

Ms. Alpana Ghole i/by Kanga & Company for Petitioners.
Ms. K.V. Gautam, Dy. O.L.
Mr. C.J. Roy for R.D.

CORAM : R.S. MOHITE, J.

DATE : 18TH AUGUST 2006

P.C.

1) This is the Company Petition for seeking sanction of an arrangement embodied in the Scheme of Amalgamation between the Petitioners being the transferor Company and one Shriram Overseas Finance Limited which is intended to be transferee Company. M/s Shriram Overseas Finance Limited had filed a separate Company Petition No. 118 of 2006 in the High Court at Chennai. Prayers in the said petition have been granted by order dated 14/07/2006 which has been placed on record. In view of the fact that all the equity shareholders have given their consent to the proposed scheme and that none of the creditors have objected to the said scheme and also in view of the fact that the petitioners have been complied with all the statutory requirements, it is contended that the scheme should be approved and sanctioned.

2) It is seen from the record that a notice of the Petition was given to the Regional Director who has filed an Affidavit dated 17th August 2006. It is seen from the Affidavit that the Regional Director after examining the report from various points namely shareholders interest, creditors interest and public interest found that the scheme is not prejudicial to the interest of creditors, shareholders and public.

The Official Liquidator has also filed a submission dated 17th August 2006 before this Court stating that the Chartered Accountant reviewed the books of accounts of the Company and scrutinised the statutory records and furnished the report, which is mainly based on the report of the Auditors. In view of the aforesaid circumstances, it is submitted that the affairs of the transferor company have not been conducted in a manner prejudicial to the interest of its members or public interest. In the circumstances, taking into consideration the proposed scheme and the fact that all necessary statutory requirements have been complied with, this Court allows the petition in terms of Prayer Clauses (a) to (e).

3) Petitioner should pay cost of Rs.2500/- to the Regional Director and to Official Liquidator. All the Authorities concerned are directed to act as per ordinary copy of this order duly authenticated as true copy by the Company Registrar of this Court. The making of drawn up order is dispensed with. The Order passed by Chennai High Court in Company Petition 118 of 2006 is taken on record.

(R.S. MOHITE, J.)